

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

dELiA*s, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 14- 23678 (RDD

Jointly Administered

**ORDER (I) AUTHORIZING THE DEBTORS
TO (A) PREPARE A LIST OF CREDITORS IN
LIEU OF A FORMATTED MAILING MATRIX, (B) FILE
A CONSOLIDATED LIST OF THE DEBTORS' 50 LARGEST
UNSECURED CREDITORS AND (C) MAIL INITIAL NOTICES,
AND (II) APPROVING THE FORM AND MANNER OF NOTIFYING
CREDITORS OF COMMENCEMENT OF DEBTORS' CHAPTER 11 CASES**

Upon the motion (the “Motion”)² of dELiA*s, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned Chapter 11 cases (collectively, the “Debtors”), for entry of an order (this “Order”) authorizing the Debtors to (a) prepare a consolidated list of creditors in the format or formats currently maintained in the ordinary course of business in lieu of submitting any required mailing matrix, (b) file a consolidated list of the Debtors’ 50 largest unsecured creditors and (c) mail initial notices through their proposed notice and claims agent and approving the form and manner of notifying creditors of commencement of the Debtors’ Chapter 11 Cases, all as further described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334(b); and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. § 1408; and notice of the Motion being

¹ The Debtors in these Chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are as follows: dELiA*s, Inc. (7172); dELiA*s Distribution Company (9076); A Merchandise, LLC (7639); dELiA*s Operating Company (3765); dELiA*s Retail Company (0036); dELiA*s Group Inc. (4035); AMG Direct, LLC (9236); dELiA*s Assets Corp. (3754); DACCs, Inc. (0225). The mailing address for the Debtors, solely for purposes of notices and communications, is: 50 West 23rd Street, New York, NY 10010.

² All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

adequate and appropriate under the particular circumstances; and upon the record of the hearing held by the Court on the Motion on December 9, 2014 (the “Hearing”); and upon consideration of the First Day Declaration and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors’ estates, their creditors and other parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that:

1. The Motion is granted to the extent set forth herein.
2. The Debtors are authorized to file a consolidated list of their 50 creditors holding the largest unsecured claims in lieu of each Debtor filing a list of its 20 largest unsecured creditors.
3. In lieu of submitting a formatted mailing matrix, the Debtors shall make available a single, consolidated list of all of the Debtors’ creditors in electronic form upon reasonable request by parties in interest.
4. The notice of commencement of these Chapter 11 cases (the “Notice of Commencement”), substantially in the form attached to the Motion as Exhibit B, is hereby approved.
5. The Debtors, with the assistance of Prime Clerk LLC (“Prime Clerk”) (upon this Court’s authorization to engage Prime Clerk as the Debtors’ notice and claims agent), are authorized to undertake all mailings directed by this Court, the United States Trustee or as required by the Bankruptcy Code, including the Notice of Commencement and any other correspondence that the Debtors may wish to send to creditors.

6. On or before the date that is 21 days before **January 13, 2015**, on which date the meeting of creditors required by section 341 of the Bankruptcy Code is to be held **at 2:00 p.m. (EST)**, the Debtors, with the assistance of Prime Clerk, shall mail the Notice of Commencement to all parties identified on the Debtors' list of creditors.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion, and the requirements of the Local Bankruptcy Rules are satisfied by the contents of the Motion.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: White Plains, New York
December 10, 2014

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE